

COVANTA HOLDING CORP  
Form 8-K  
March 28, 2011

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
FORM 8-K  
CURRENT REPORT**

**Pursuant to Section 13 OR 15(d) of The Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): March 28, 2011**

**COVANTA HOLDING CORPORATION**

(Exact name of registrant as specified in its charter)

**Delaware**

**1-6732**

**95-6021257**

(State or other jurisdiction  
of incorporation)

(Commission File Number)

(IRS Employer Identification No.)

**445 South Street, Morristown,  
New Jersey**

**07960**

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code: **(862) 345-5000**

**N/A**

(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 2.01 Completion of Acquisition or Disposition of Assets.**

On December 13, 2010, Covanta Energy International Investments Ltd. ( CEI ), an indirect wholly-owned subsidiary of Covanta Holding Corporation (the Company ), entered into a Sale and Purchase Agreement (the Agreement ) with New Growth B.V., a wholly-owned subsidiary of Electricity Generating Public Company Limited ( EGCO ), pursuant to which CEI was selling to EGCO all of CEI s equity interests in the Quezon coal-fired electric generation facility located in the Philippines.

On March 28, 2011, the Company announced that it has completed the sale of its equity interests in the Quezon coal-fired electric generation facility to EGCO for a price of \$215 million in cash.

The Quezon equity interests sold consisted of CEI s 100% interest in Covanta Philippines Operating, Inc., which provides operation and maintenance services to the facility, as well as CEI s approximately 27% ownership interest in the project company, Quezon Power, Inc.

A copy of the Company s March 28, 2011 press release announcing the completed sale is attached hereto as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits

<b>Exhibit No.</b>	<b>Description</b>
99.1	Press Release, dated March 28, 2011, issued by Covanta Holding Corporation.

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**COVANTA HOLDING CORPORATION**

Date: March 28, 2011

By: /s/ Timothy J. Simpson  
Timothy J. Simpson  
*Executive Vice President,  
General Counsel and Secretary*

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**EXHIBIT INDEX**

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